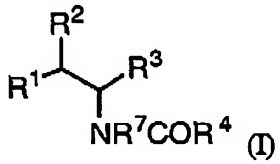
This listing of claims will replace all prior versions and listings of claims in the application.

Listing of Claims:

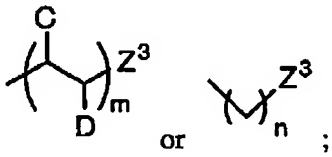
1. (Previously Presented) A compound of the formula



(I)

wherein

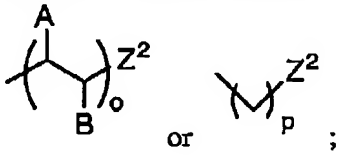
R^1 is a group of formula



;

R^2 is hydrogen, $-CO_2R^5$, $-C(O)R^5$, $-CONR^5R^5$, $-CH_2OR^6$ or $-CH_2SR^6$;

R^3 is hydrogen, optionally substituted alkyl, Z^1-alkyl, or a group of formula



;

R^4 is alkyl, alkenyl, alkynyl, optionally substituted cycloalkyl, optionally substituted cycloalkenyl, optionally substituted heterocyclyl, optionally substituted heterocyclenyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted aralkenyl, optionally substituted heteroaralkenyl, optionally substituted aralkynyl, or optionally substituted heteroaralkynyl;

R^5 is hydrogen or lower alkyl;

R^6 is hydrogen, lower alkyl, Z^2-(lower alkyl), lower acyl, aroyl or heteroaroyl;

R^7 is hydrogen or lower alkyl;

A and B are hydrogen or taken together are a bond;

C and D are hydrogen or taken together are a bond;

Z^1 is R^6O- or R^6S- or Y^1Y^2N-;

Z^2 is optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted cycloalkenyl, optionally substituted heterocyclyl, and optionally substituted heterocyclenyl;

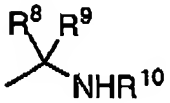
Z^3 is substituted aryl, substituted cycloalkyl, substituted cycloalkenyl, optionally substituted heteroaryl, optionally substituted heterocyclyl, optionally substituted heterocyclenyl, substituted fused arylcycloalkyl, substituted fused arylcycloalkenyl, optionally substituted fused heteroarylcycloalkyl, optionally substituted fused heteroarylcycloalkenyl, optionally substituted fused heteroarylheterocyclyl, optionally substituted fused heteroarylheterocyclenyl, wherein at least one of the ring system substituents contains at least one basic nitrogen atom, or at least one nitrogen atom is incorporated in the ring system of the heteroaryl, heterocyclyl or heterocyclenyl moiety;

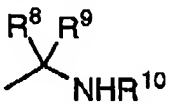
Y^1 and Y^2 are independently hydrogen, alkyl, aryl, aralkyl, acyl or aroyl; and

m and o are independently 1 or 2;

n and p are independently 0, 1 or 3; or

a pharmaceutically acceptable salt thereof, an N-oxide thereof, a solvate thereof, an acid bioisostere thereof, or prodrug thereof,

provided that Z^3 is other than phenyl when substituted by a moiety of the formula  wherein R^8 and R^9 are hydrogen or together are $=NR^{11}$, wherein R^{10} and R^{11} are hydrogen.

2. (Previously Presented) The compound according to claim 1 provided that Z^3 is other than phenyl when substituted by a moiety of the formula  wherein R^8 and R^9 together are $=NR^{11}$, wherein R^{10} and R^{11} are independently optionally substituted lower alkyl.

3. (Previously Presented) The compound according to claim 1 wherein R^8 and R^9 together are $=NR^{11}$; R^{11} is hydrogen; and R^{10} is hydrogen.

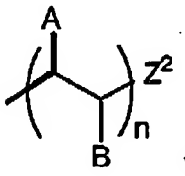
4. (Previously Presented) The compound according to claim 1 wherein R^2 is hydrogen, $-CO_2R^5$, $-CH_2OR^6$ or $-CH_2SR^6$.

5. (Previously Presented) The compound according to claim 1 wherein R^2 is hydrogen, $-CO_2R^5$ or $-CH_2OR^6$.

6. (Previously Presented) The compound according to claim 1 wherein R^2 is $-CO_2R^5$ and R^5 is lower alkyl.

7. (Previously Presented) The compound according to claim 1 wherein R^2 is $-CH_2OR^6$ or $-CH_2SR^6$ and R^6 is hydrogen or lower alkyl.

8. (Previously Presented) The compound according to claim 1 wherein R^3 is lower alkyl, R^6O(lower alkyl)-, or a group of formula



where A and B are hydrogen and n is 1.

9. (Previously Presented) The compound according to claim 1 wherein R^4 is optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aralkyl or optionally substituted aralkynyl.

10. (Previously Presented) The compound according to claim 1 wherein R^4 is optionally substituted phenyl, optionally substituted naphthyl, or optionally substituted heteroaryl.

11. (Previously Presented) The compound according to claim 1 wherein R^4 as optionally substituted phenyl or optionally substituted heteroaryl is optionally substituted (phenyl substituted phenyl), optionally substituted (heteroaryl substituted phenyl), optionally substituted (phenyl substituted heteroaryl) or optionally substituted (heteroaryl substituted heteroaryl).

12. (Previously Presented) The compound according to claim 1 wherein R^5 is lower alkyl.

13. (Previously Presented) The compound according to claim 1 wherein R^6 is hydrogen or lower alkyl.

14. (Previously Presented) The compound according to claim 1 wherein R^7 is hydrogen.

15. (Previously Presented) The compound according to claim 1 wherein R^8 and R^9 are hydrogen.

16. (Previously Presented) The compound according to claim 1 wherein R^{12} is lower alkyl.

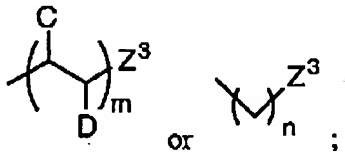
17. (Previously Presented) The compound according to claim 1 wherein n is 1.

18. (Previously Presented) The compound according to claim 1 wherein Z^3 is substituted by, at least, an amidino group in the meta or para position of the ring system of Z^3, relative to the position of attachment of Z^3 to the rest of the molecule.

19. (Previously Presented) The compound according to claim 1 wherein Z^1 is optionally substituted aryl.

20. (Previously Presented) The compound according to claim 1 wherein Z^1 is phenyl.

21. (Previously Presented) The compound according to claim 1 wherein R^1 is a group of formula



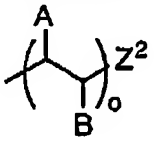
;

m and n are 1;
C and D are hydrogen; and

Z^3 is optionally substituted azaheteroaryl, optionally substituted azaheterocyclyl, optionally substituted azaheterocyclenyl, optionally substituted fused arylazaheteroaryl, optionally substituted

fused azaheteroarylaryl, optionally substituted fused azaheteroarylcycloalkyl, optionally substituted fused azaheteroarylcycloalkenyl, optionally substituted fused azaheteroarylheterocyclyl, optionally substituted fused azaheteroarylheterocyclenyl, optionally substituted fused azaheteroarylazaheterocyclyl, optionally substituted fused azaheteroarylazaheterocyclenyl group.

22. (Previously Presented) The compound according to claim 1 wherein
R^8 and R^9 together are $=NR^{11}$;
R^{11} is hydrogen;
R^{10} are hydrogen;
R^2 is hydrogen, $-CO_2R^5$, $-C(O)R^5$, $-CH_2OR^6$ or $-CH_2SR^6$;
R^3 is hydrogen, alkyl or Z^1-alkyl, or a group of formula



;

R^4 is optionally substituted cycloalkyl, optionally substituted cycloalkenyl, optionally substituted heteroaryl, optionally substituted fused arylcycloalkyl, optionally substituted fused arylcycloalkyl, optionally substituted fused arylcycloalkenyl, optionally substituted fused arylheteroaryl, optionally substituted fused heteroarylaryl, optionally substituted fused heteroarylcycloalkyl, optionally substituted fused heteroarylcycloalkenyl, optionally substituted fused heteroarylheterocyclyl, optionally substituted fused heteroarylheterocyclenyl;
R^6 is hydrogen or lower alkyl;
A, B, C and D, R^7 are hydrogen;
R^8 and R^9 together are $=NR^{11}$;
R^{11} is hydrogen;
Q is R^6O-;
o and m are 1;
n is 1 or 3; or
a pharmaceutically acceptable salt thereof, an N-oxide thereof or prodrug thereof.

Claims 23 to 28 (Canceled)

29. (Previously Presented) A pharmaceutical composition comprising a pharmaceutically acceptable amount of the compound according to claim 1 and a pharmaceutically acceptable carrier.

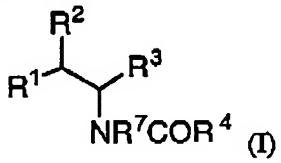
30. (Previously Presented) A method for inhibiting the activity of Factor Xa, comprising a pharmaceutically effective amount of the compound of formula I with a composition containing Factor Xa.

31. (Previously Presented) A method for inhibiting the formation of thrombin comprising combining a pharmaceutically effective amount of the compound of formula I with a composition containing Factor Xa.

32. (Previously Presented) A method for treating a patient suffering from, or subject to, a disease state associated with a physiologically detrimental excess of Factor Xa activity comprising administering to said patient a pharmaceutically effective amount of the compound according to claim 1.

33. (Previously Presented) A method for treating a patient suffering from, or subject to, a disease state associated with a physiologically detrimental excess amount of thrombin, comprising administering to said patient a pharmaceutically effective amount of the compound according to claim 1.

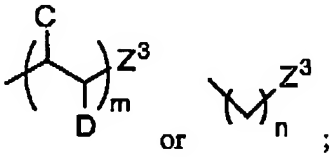
34. (New) A compound of the formula



(I)

wherein

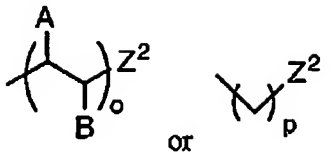
R^1 is a group of formula



;

R^2 is hydrogen, $-CO_2R^5$, $-C(O)R^5$, $-CONR^5R^5$, $-CH_2OR^6$ or $-CH_2SR^6$;

R^3 is hydrogen, optionally substituted alkyl, Z^1-alkyl, or a group of formula



R^4 is alkyl, alkenyl, alkynyl, optionally substituted cycloalkyl, optionally substituted cycloalkenyl, optionally substituted heterocyclyl, optionally substituted heterocyclenyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted aralkenyl, optionally substituted heteroaralkenyl, optionally substituted aralkynyl, or optionally substituted heteroaralkynyl;

R^5 is hydrogen or lower alkyl;

R^6 is hydrogen, lower alkyl, Z^2-(lower alkyl), lower acyl, aroyl or heteroaroyl;

R^7 is hydrogen or lower alkyl;

A and B are hydrogen or taken together are a bond;

C and D are hydrogen or taken together are a bond;

Z^1 is R^6O- or R^6S- or Y^1Y^2N-;

Z^2 is optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted cycloalkenyl, optionally substituted heterocyclyl, and optionally substituted heterocyclenyl;

Z^3 is selected from the group consisting of optionally substituted azaoxaheterocyclyl, optionally substituted azathiaheterocyclyl, optionally substituted pyrrolidinyl, optionally substituted piperazinyl, optionally substituted azaoxaheterocyclenyl, optionally substituted azathiaheterocyclenyl, optionally substituted tetrahydropiperidinyl, optionally substituted dihydropiperidinyl, optionally substituted dihydropyridyl, optionally substituted tetrahydropyrimidinyl, optionally substituted dihydro-2H-pyran, optionally substituted imidazolinyl, optionally substituted pyrrolinyl, optionally substituted pyrazolinyl, optionally substituted fused heteroarylazaheterocyclyl and optionally substituted fused heteroarylazaheterocyclenyl;

Y^1 and Y^2 are independently hydrogen, alkyl, aryl, aralkyl, acyl or aroyl;

m and o are independently 1 or 2; and n and p are independently 0, 1 or 3; or

a pharmaceutically acceptable salt thereof, an N-oxide thereof, a solvate thereof, an acid bioisostere thereof, or prodrug thereof.

35. (New) The compound according to claim 34 wherein R^4 is optionally substituted phenyl, optionally substituted naphthyl, or optionally substituted heteroaryl.

36. (New) The compound according to claim 35 wherein R^4 is optionally substituted (phenyl substituted phenyl), optionally substituted (heteroaryl substituted phenyl), optionally substituted (phenyl substituted heteroaryl) or optionally substituted (heteroaryl substituted heteroaryl).

37. (New) A pharmaceutical composition comprising a pharmaceutically acceptable amount of the compound according to claim 34 and a pharmaceutically acceptable carrier.

38. (New) A method for inhibiting the activity of Factor Xa, comprising a pharmaceutically effective amount of a compound of claim 34 with a composition containing Factor Xa.

39. (New) A method for inhibiting the formation of thrombin comprising combining a pharmaceutically effective amount of a compound of claim 34 with a composition containing Factor Xa.

40. (New) A method for treating a patient suffering from, or subject to, a disease state associated with a physiologically detrimental excess of Factor Xa activity comprising administering to said patient a pharmaceutically effective amount of a compound according to claim 34.

41. (New) A method for treating a patient suffering from, or subject to, a disease state associated with a physiologically detrimental excess amount of thrombin, comprising administering to said patient a pharmaceutically effective amount of a compound according to claim 34.